

BYLAWS
for
THE MONTA LOMA NEIGHBORHOOD ASSOCIATION

Adopted July 2001, revised June 2006

Article I. Name

The name of the organization shall be The Monta Loma Neighborhood Association.

Article II. Purpose

The purpose of this nonprofit, nonpartisan, nonreligious association shall be to

1. Work with community residents to stimulate and encourage community responsibility;
2. Collect and disseminate information of interest to residents;
3. Act as a sounding board for the concerns and grievances of residents and as an advocate for their rights, goals, and ideas;
4. Coordinate and lend support to other community organizations and activities as appropriate;
5. Promote cultural, civic, social, educational, and recreational activities for the benefit of residents.

Article III. Membership

Membership shall be composed of all residents and nonresident property owners in the community bordered by Rengstorff Avenue, Central Expressway, San Antonio Road, and West Middlefield Avenue within the city of Mountain View, California.

Voting privileges shall be limited to members sixteen or more years of age. Members shall not have proxy or cumulative voting privileges.

In order to raise funds for the costs of the Association's activities, an annual drive may be conducted.

The membership shall have the right to elect all officers and board members of the Association. Only members shall be eligible to be officers or board members of the Association.

The membership shall have the sole right, subject to the requirements of a quorum and majority as hereinafter provided to

- (a) Determine the policy of the Association;
- (b) Authorize expenditure of Association funds except as otherwise provided herein; and
- (c) Authorize the Association to enter into agreements or arrangements of any kind or nature.
- (d) Modify these Bylaws (by two-thirds vote of the members present and voting, following 20 days advance notice).

Section 1. Officers

There shall be seven members of the Board of Directors, six of whom shall be officers of the Association. The officers shall consist of President, First Vice President, Second Vice President, Secretary, Treasurer, and Newsletter Editor. The most recent Past President shall be a member of the Board of Directors. The corporation may also have additional directors of the corporation as may be determined from time to time by the Board of Directors. The first Board of Directors will be elected for a term of 12 months. All succeeding boards shall be elected for a term of one year. The Board will assume office on July 1, 2001, and hold office until June 30, 2002.

Section 2. Qualifications

Any Association member may serve as an officer of this corporation.

Section 3. Nominations for Officers and Executive Board Members

A Nominating Committee shall be appointed by the President and approved by the Board of Directors. The Nominating Committee shall nominate one or more candidates for each office to be filled. These nominations shall be presented to the membership at least ten days prior to the annual election meeting of the Association. At the annual election meeting, nominations may be made by the membership.

Section 4. Election and Term of Office

An Election Committee shall be appointed by the President and approved by the Board of Directors. The Election Committee shall oversee the election and provide for absentee voting, as well as verification of absentee ballots.

Election of all officers shall be held at the annual meeting of the membership and shall be presided over by the Chairperson of the Election Committee. All officers shall be elected for a term of twelve months and until successors are duly elected and qualified. All officers shall be elected by a majority of the members present and voting. In the event a candidate does not receive a majority, a second vote shall be held at the election meeting between the two candidates receiving the most votes on the first ballot.

Section 5. Removal and Resignation

The Board of Directors may remove any officer at any time, either with or without cause. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

Section 6. Duties

It shall be the duty of the directors to

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- (c) Supervise all officers, agents, and employees of the corporation to ensure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation. Notices of meetings mailed, faxed, or emailed to them at such addresses shall be valid notices thereof.

Section 7. Term of Office

Each director shall hold office for a period of one year, or until his or her successor is elected and qualifies.

Section 8. Compensation

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 9. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 10. Duties of Executive Officers

- A. President – The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all membership meetings. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board of Directors.
- B. First Vice President – The First Vice President shall preside at all meetings in the absence of the President. In case of resignation, death, or disability of the President, the First Vice President shall become the President for the unexpired term, or during the duration of the disability. He/she shall be a delegate of the Association to all federations, organizations, or conferences of civic groups to which the Association belongs or decides to send representatives.
- C. Second Vice President – In case of the resignation or disability of both the President and the First Vice President, the Second Vice President shall become President for the unexpired term, or during the duration of the disability. He/she shall be the Association's Parliamentarian.
- D. Secretary – The Secretary shall keep minutes of the Executive Board meetings and general meetings, and shall keep a roll of the officers, board members, committee members, and other members. He/she shall gather and preserve records of the Association's activities in an historical album. He/she shall perform all such other duties as may be delegated to him/her by the President, and shall make all the above described records of the Association available to any member upon reasonable request. The Secretary shall carry out correspondence as directed by the Board of Directors or any officer.
- E. Treasurer – The Treasurer shall be custodian of the organization's funds; shall supervise receipts and expenditures; shall render an annual statement of the membership on the financial condition of the organization; and shall prepare and submit any reports required by law.
- F. Newsletter Editor – The Newsletter Editor shall be responsible for the publication of the Association newsletter.

Section 11. Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

Section 12. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the State of California.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the State of California.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws, or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation, or removal from office.

Section 13. Nonliability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 14. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 15. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

Article IV. COMMITTEES

Section 1. Executive Committee

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of four board members and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause

them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 2. Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

Section 3. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Article V. MEETINGS

Section 1. Annual Meeting

The annual election meeting of the members of the Association shall be held in the spring. General meetings of the membership shall be held at least three times a year, provided that the Executive Board may direct otherwise upon official notice.

Section 2. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- (a) Regular Meetings. No notice need be given of any regular meeting of the Board of Directors.
- (b) Special Meetings. The Secretary of the corporation will give at least ten days prior notice to each director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by email, or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.
- (c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 3. Quorum for Meetings

A quorum shall consist of four of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion that the Chair shall entertain at such meeting is a motion to adjourn.

Section 4. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these

Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

Section 5. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Board, or, in his or her absence, by the First Vice President of the corporation or, in the absence of each of these persons, by the Second Vice President. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

ARTICLE VI. FINANCES

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

Article VII. CORPORATE RECORDS, REPORTS, AND SEAL

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office

- (a) Minutes of all meetings of directors, of committees of the Board, and of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2. Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 4. Members' Inspection Rights

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.
- (b) Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 5. Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 6. Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or made available to the members of this corporation, to be so prepared and delivered within the time limits set by law.

Article VIII. AMENDMENTS

Section 1. Initiate Amendment of These Bylaws

The majority vote of the Board of Directors, or a petition signed by at least ten (10) members may initiate an amendment to these Bylaws.

Section 2. Approval of Amendment

Notice describing the proposed amendment to these Bylaws must be given to the members in advance of the general meeting where they are to be voted on by the members. A 2/3 majority of the members present at the meeting must approve the amendment in order to make the change.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of these ten pages, as the Bylaws of this corporation.

Dated: _____, President

ADOPTION OF REVISED BYLAWS

We, the undersigned, are all of the directors of this corporation, and we consent to, and hereby do, adopt the foregoing Revised Bylaws, consisting of these eight pages, as the Bylaws of this corporation.

Dated: _____, President

